

BYLAWS OF CONTEMPORARY BROADCASTING, INC.OFFICES

1. The registered office shall be at ~~Radio Station KIRL~~, Highway 94 and Route B, St. Charles County, Missouri, or at such other place as may be selected by the Board of Directors from time to time. The corporation may also have offices at such other places as the Board of Directors may from time to time appoint or the business of the corporation may require.

SEAL

2. The corporate seal shall have inscribed thereon the name of the corporation, the state of incorporation and the word "SEAL".

SHAREHOLDERS' MEETING

3. All meetings of the shareholders shall be held at the registered office of the corporation in St. Charles County, Missouri, or at such other place as the Board of Directors may provide, at the hour of 10:00 o'clock A.M., or within a reasonable time thereafter, and except as otherwise provided by law, such meetings shall be regulated by these bylaws.

4. The annual meeting of shareholders shall be held on the second Wednesday of May of each year if not a legal holiday, and if a legal holiday then on the first business day following, when the shareholders shall elect a Board of Directors to serve for one year and until their successors are elected or chosen and qualified.

5. The holders of a majority of the voting stock issued and outstanding, present in person, or represented by proxy, shall be requisite and shall constitute a quorum at all meetings of the shareholders for the transaction of business except as otherwise provided by law, by the certificate of incorporation or by these bylaws.

6. At each meeting of the shareholders every shareholder of voting stock shall be entitled to vote in person or by proxy appointed by an instrument in writing subscribed by such shareholder or by his duly authorized attorney, and he shall have one vote for each share of stock registered in his name at the time of the closing of the transfer books for said meeting. Provided, however, that in all elections for directors each such shareholder shall have a right to cast as many votes in the aggregate as shall equal the number of shares of stock so held by such

RECORD OF PROCEEDINGS

NO. 8135 S. G. ADAMS PRINTING & STATIONERY, INC.

100 LEAVES

shareholder in the company, multiplied by the number of directors to be elected at such election, and each shareholder may cast the whole number of votes, either in person or by proxy, for one candidate, or distribute them among two or more candidates; and the directors shall not be elected in any other manner.

7. Written notice of the annual meeting shall be mailed to each shareholder, at such address as appears on the stock book of the corporation, at least ten days and not more than thirty days prior to the meeting and shall also be published in some paper published in the County of St. Charles, Missouri, as now or hereafter required by laws of Missouri, but only to the extent such publication is required by law at the time of any such meeting, unless waived as hereinafter provided.

8. Special meetings of the shareholders, for any purpose or purposes, other than those regulated by statute, may be called by the president, or shall be called by the president or secretary at the request in writing of a majority of the Board of Directors, or at the request in writing by shareholders owning not less than one-fifth of the voting stock of the corporation issued and outstanding. Such request shall state the purpose or purposes of the proposed meeting.

9. Written notice of a special meeting of shareholders stating the time and place and object thereof, shall be mailed, postage prepaid, at least ten days before such meeting, to each shareholder at such address as appears on the books of the corporation.

DIRECTORS

10. The property and business of the corporation shall be managed by its Board of Directors, three in number, at least one of whom shall be a citizen and resident of Missouri. They shall be elected by the shareholders at the annual meeting of the shareholders of the corporation, and each director shall be elected to serve for the term of one year, and until his successor shall be elected and shall qualify.

11. The directors may hold their meeting at such places within and without the State of Missouri as they may from time to time determine. They may have one or more offices but they shall have one office in the State of Missouri at which the books of the corporation shall be kept.

12. In addition to the powers and authority by these bylaws expressly conferred upon them, the board may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by the certificate of incorporation or by these bylaws directed or required to be exercised or done by the shareholders.

MEETINGS OF THE BOARD

13. The Board of Directors shall meet annually within two weeks after the adjournment of the annual meeting of the shareholders. At such meeting the president shall lay before the directors the returns certified by the secretary and thereupon the persons who received a majority of the votes cast for directors shall be notified of their election. The existing board shall, however, continue to hold office until their successors shall have duly qualified. The newly elected board shall thereafter meet as soon as possible for the purpose of organization and otherwise, at such place and time as may be fixed by consent in writing of all the directors. In the absence of such unanimous consent the said meeting may be called by any two directors upon two days' notice by mail or by telegram to each director.

14. A majority of the Board of Directors shall be necessary to constitute a quorum for the transaction of business at all meetings of the board.

15. Special meetings of the board may be called by the president on one day's notice to each director, either personally or by mail or by telegram; special meetings shall be called by the president or secretary in like manner and on like notice on the written request of any director.

OFFICERS

16. The officers of the corporation shall be a president, vice presidents as may be determined by the board of directors from time to time, a secretary and a treasurer. Any two of the aforesaid offices may be filled by the same person, except those of president and vice president.

17. The Board of Directors, at their first meeting after each annual meeting of shareholders, shall elect by ballot a president from their own number, and the board shall also annually choose one vice president, a secretary and a treasurer who need not be members of the board, and a majority of the whole number of directors shall be necessary for the election of each of said officers.

18. The board may appoint such other officers and agents as it shall deem necessary, who shall have such authority and shall perform such duties as from time to time shall be prescribed by the board.

19. The salaries of all officers and agents of the corporation shall be fixed by the Board of Directors.

20. The officers of the corporation shall hold office for one year and until their successors are chosen and qualify in their stead, or for any such shorter period as may be specified by the directors. Any officer appointed by the Board of Directors may be removed at any time by the affirmative vote of a majority of the whole board of directors.

THE PRESIDENT

21. The President shall be the chief executive officer of the corporation; he shall preside at all meetings of the stockholders and directors; he shall have general and active management of the business of the corporation, shall see that all orders and resolutions of the board are carried into effect, subject, however, to the right of the directors to delegate any specific powers, except such as may be by statute exclusively conferred on the President, to any other officer or officers of the corporation.

He shall execute bonds, mortgages, and other contracts requiring a seal under the seal of the corporation. He shall sign certificate of stock.

THE VICE PRESIDENTS

22. The Vice Presidents shall, in the absence or incapacity of the President, perform the duties and possess the powers of the President in the order as specified by the board of directors from time to time.

THE SECRETARY

23. The Secretary shall attend all sessions of the board and all meetings of the shareholders and act as clerk thereof, and record all votes and the minutes of all proceedings in a book to be kept for that purpose. He shall keep in safe custody the seal of the corporation. He shall give, or cause to be given notice as required of meetings of the shareholders and of the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors or president, and under whose supervision he shall be.

THE TREASURER

24. The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate

accounts of receipts and disbursements belonging to the corporation.

25. He shall disburse the funds of the corporation upon proper authority, taking vouchers for such disbursements, and shall render to the president and directors, at the regular meetings of the board, or whenever they may require it, an account of all his transactions as Treasurer and of the financial condition of the corporation.

VACANCIES

26. If the office of any director, or of the president, vice-president, secretary or treasurer or other officer or agent, one or more, becomes vacant, by reason of death, resignation, retirement, disqualifications, removal from offices or otherwise, the directors then in office, although less than a quorum, by a majority vote, may choose a successor or successors, who shall hold office for the unexpired term in respect of which such vacancy occurred.

OFFICERS MAY RESIGN

27. Any director or other officer may resign his office at any time such resignation to be made in writing and to take effect from the time of its receipt by the corporation, unless some time be fixed in the resignation, and then from that time. The acceptance of a resignation shall not be required to make it effective.

DUTIES OF OFFICERS MAY BE DELEGATED

28. In case of the absence of any officer of the corporation, or for any other reason that the board may deem sufficient, the board may delegate the powers or duties of such officer to any other officer, or to any director, for the time being, provided a majority of the entire board concurs therein.

CERTIFICATE OF STOCK

29. The certificates of stock of the corporation shall be numbered as they are issued. They shall exhibit the holder's name and the number of shares and shall be signed by

the president or vice president and the secretary or assistant secretary, and shall bear the corporate seal.

TRANSFERS OF STOCK

30. Transfers of stock shall be made on the books of the corporation only by the person named in the certificate or by attorney, lawfully constituted in writing, and upon surrender of such certificate.

31. The Board of Directors may close the transfer books in their discretion for a period not exceeding fifteen days preceding any meeting, annual or special, of the shareholders, or the day appointed for the payment of a dividend.

32. The corporation shall be entitled to treat the holder of record of any share or shares of stock as the holder in fact thereof and accordingly shall not be bound to recognize any equitable or other claims to or interest in such shares on the part of any other person whether or not it shall have express or other notice thereof, save as expressly provided by the laws of Missouri.

INSPECTION OF BOOKS

33. The directors shall determine from time to time whether, and, if allowed, when and under what conditions and regulations, the accounts and books of the corporation (except such as may by statute be specifically open to inspection), or any of them, shall be open to the inspection of the shareholders, and the shareholders' rights in this respect are and shall be restricted and limited accordingly, subject to all requirements of Missouri law.

CHECKS

34. All checks or demands for money and notes of the corporation shall be signed by such officer or officers as the Board of Directors may from time to time designate.

DIVIDENDS

35. The Board of Directors shall declare such dividends as it deems advisable in its discretion.

THE FISCAL YEAR

36. The fiscal year shall begin the first day of January in each year.

NOTICES

37. Whenever under the provisions of these Bylaws, notice is required to be given to any director, officer or shareholder, it shall not be construed to mean personal notice, but such notice may be given in writing, by depositing the same in the post office or letter box, in a post paid, sealed wrapper, addressed to such shareholder, officer or director at such address as appears on the books of the corporation, or in default of other address to such director, officer or shareholder at the General Post Office in the City of St. Louis, Missouri, and such notice shall be deemed to be given at the time when the same shall be thus mailed.

Any shareholder, director or officer may waive any notice required to be given under these Bylaws, and publication of notice shall not be required if all the stockholders are present and consent to the meeting or by the written consent of all, or if publication is not required by the laws of Missouri at the time of any meeting.

AMENDMENTS

38. These bylaws may be altered, amended or repealed: (a) by the affirmative vote of the holders of a majority of the stock issued and outstanding and entitled to vote at any annual or special meeting of the shareholders; (b) by the affirmative vote of a majority of the Board of Directors at any regular or special meeting thereof; provided that the notice of such meeting of shareholders or directors, whether regular or special, shall specify as one of the purposes thereof the making of such alteration, amendment or repeal. No change of the time or place for the election of directors shall be made within twenty days before the date on which such election is to be held. Any bylaws made by the Board of Directors may be altered, amended or repealed, by the shareholders; and after such action by the shareholders, the Board of Directors shall not have authority to take further action with respect to such bylaws.

APPENDIX C

Attachment C

BY-LAWS

OF

LAKE BROADCASTING INC.

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ARTICLE I

Offices

The principal office of the corporation in the State of Missouri shall be located in St. Louis, Missouri. The corporation may have such offices, either within or without the State of Missouri, as the business of the corporation may require from time to time.

The registered office of the corporation required by The General and Business Corporation Law of Missouri to be maintained in the State of Missouri may be, but need not be, identical with the principal office in the State of Missouri, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II

Shareholders

Section 1. Annual Meeting: The annual meeting of the shareholders shall be held at the hour of 7 PM on the 15TH DAY in DECEMBER in each year, beginning with the year 1987 for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday, such meeting shall be held on the next succeeding business day. If the election of directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the shareholders as soon thereafter as conveniently may be.

Section 2. Special Meetings: Special meeting of the shareholders may be called by the President, by the Board of Directors or by the holders of not less than one-fifth of all the outstanding shares of the corporation.

Section 3. Place of Meeting: The Board of Directors may designate any place, either within or without the State of

Missouri, as the place of meeting for any annual meeting of the shareholders or for any special meeting of the shareholders called by the Board of Directors. The shareholders may designate any place, either within or without the State of Missouri, as the place for the holding of such meeting, and may include the same in a waiver of notice of any meeting. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the registered office of the corporation in the State of Missouri, except as otherwise provided in Section 5 of this article.

Section 4. Notice of Meetings: Written or printed notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten nor more than fifty (50) days before the date of the meeting, either personally or by mail, by or at the direction of the President, or the Secretary, or the officer or persons calling the meeting, to each shareholder of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope addressed to the shareholder at his address as it appears on the records of the corporation, with postage thereon prepaid.

Section 5. Meeting of All Shareholders: If all of the shareholders shall meet at any time and place, either within or without the State of Missouri, and consent to the holding of a meeting, such meeting shall be valid, without call or notice, and at such meeting any corporate action may be taken.

Section 6. Closing of Transfer Books or Fixing of Record Date: The Board of Directors of the corporation may close its stock transfer books for a period not exceeding fifty (50) days preceding the date of any meeting of shareholders, or the date for the payment of any dividend or for the allotment of rights, or to the date when any change or reconversion or exchange of shares shall be effective, as the record date for the determination of shareholders entitled to notice of, or to vote at, such meeting, or shareholders entitled to receive payment of any such dividend or to receive any such allotment of rights, or to exercise rights in respect of any such change, conversion or exchange of shares; and the shareholders of record on such date of closing the transfer books, or on the record date so fixed, shall be the shareholders entitled to notice of and to vote at, such meeting, or to receive payment of such dividend, or to receive such allotment of rights, or to exercise such rights, as the case may be. If the Board of directors shall not have closed the transfer books or set a record date for the determination of its shareholders entitled to notice of, and to vote at, a meeting of shareholders, only the shareholders who are shareholders of record at the close of business on the 20th day preceding the date of the meeting shall be entitled to notice of, and to vote at, the meeting, and any adjournment of the meeting; except that, if prior to the meeting written

waivers of notice of the meeting are signed and delivered to the corporation by all of the shareholders of record at the time the meeting is convened, only the shareholders who are shareholders of record at the time the meeting is convened shall be entitled to vote at the meeting, and any adjournment of the meeting.

Section 7. Voting Lists: At least ten days before each meeting of shareholders, the officer or agent having charge of the transfer book for shares of the corporation shall make a complete list of the shareholders entitled to vote at such meeting, arranged in alphabetical order with the address of, and the number of shares held by, each shareholder, which list, for a period of ten days prior to such meeting, shall be kept on file at the registered office of the corporation and shall be subject to inspection by an shareholder at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any shareholder during the whole time of the meeting. The original share ledger or transfer book, or a duplicate thereof kept in this state, shall be prima facie evidence as to who are the shareholders entitled to examine such list or share ledger or transfer book or to vote at any meeting of shareholders.

Section 8. Quorum: A majority of the outstanding shares of the corporation, represented in person or by proxy, shall constitute a quorum of the outstanding shares, provided that if less than a majority of the outstanding shares are represented at said meeting, a majority of the shares so represented may adjourn the meeting, from time to time, without further notice, to a date not longer than ninety days from the date originally set for such meeting.

Section 9. Proxies: At all meetings of shareholders, a shareholder may vote by proxy executed in writing by the shareholder or by his duly authorized attorney-in-fact. Such proxy shall be filed with the Secretary of the corporation before or at the time of the meeting. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

Section 10. Voting of Shares: Subject to the provisions of Section 12, each outstanding share of capital stock having voting rights shall be entitled to one vote upon each matter submitted to a vote at a meeting of shareholders.

Section 11. Voting of Shares by Certain Holders: Shares standing in the name of another corporation, domestic or foreign, may be voted by such officer, agent, or proxy as the by-laws of such corporation may prescribe, or in the absence of such provision, as the Board of Directors of such corporation may determine.

000303

Shares standing in the name of a deceased person may be voted by his administrator or executor, either in person or by proxy. shares standing in the name of a guardian, curator, or trustee may be voted by such fiduciary, either in person or by proxy, but no guardian, curator, or trustee shall be entitled, as such fiduciary, to vote shares held by him without a transfer of such shares into his name.

Shares standing in the name of a receiver may be voted by such receiver, and shares held by or under the control of a receiver may be voted by such receiver without the transfer thereof into his name if authority so to do be contained in an appropriate order of the court by which such receiver was appointed.

A shareholder whose shares are pledged shall be entitled to vote such shares until the shares have been transferred into the name of the pledgee, and thereafter the pledgee shall be entitled to vote the shares so transferred.

Section 12. Cumulative Voting: In all elections for directors, every shareholder shall have the right to vote, in person or by proxy, the number of shares owned by him, for as many person as there are directors to be elected, or to cumulate said shares, and give one candidate as many votes as the number of directors multiplied by the number of his shares shall equal, or to distribute them on the same principle among as many candidates as he shall see fit.

Section 13. Informal Action by Shareholders: Any action which may be taken at a meeting of the shareholders may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the shareholders entitled to vote with respect to the subject matter thereof.

ARTICLE III

Directors

Section 1. General Powers: The business and affairs of the corporation shall be managed by its Board of Directors.

Section 2. Number, Election and Term: The number of directors of the corporation shall be two, each of whom shall be elected at the first annual meeting of the shareholders, and annually thereafter, for a term of one year, and each of whom shall hold office until his successor has been elected and has qualified.

Section 3. Regular Meetings: A regular meeting of the Board of Directors shall be held without other notice than this By-Law, immediately after, and at the same place as, the annual meeting of shareholders. The Board of Directors may provide, by resolution, the time and place, either within or without the

000304

State of Missouri, for the holding of additional regular meetings with notice of such resolution to all directors.

Section 4. Special Meetings: Special meetings of the Board of Directors may be called by or at the request of the President or any two directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place in the United States, either within or without the State of Missouri, as the place for holding any special meeting of the Board of Directors called by them.

Section 5. Notice: Notice of any special meeting shall be given at least five day previously thereto by written notice delivered personally or mailed to each director at his business address, or by telegram provided, however, that if the designated meeting place is outside the State of Missouri, an additional five days notice shall be given. If mailed such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 6. Quorum: A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, provided that if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 7. Manner of Acting: The act of the majority of the directors present at a meeting of the directors at which a quorum is present shall be the act of the Board of Directors.

Section 8. Vacancies: In case of the death or resignation or disqualification of one or more of the directors, a majority of the survivors or remaining directors may fill such vacancy or vacancies until the successor or successors are elected at the next annual meeting of the shareholders. A director elected to fill a vacancy shall serve as such until the next annual meeting of the shareholders.

Section 9. Compensation: Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each

000305

regular or special meeting of the Board of Directors; provided, that nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefore

ARTICLE IV

Officers

Section 1. Number: The officers of the corporation shall be a President, Vice-President, a Treasurer, a Secretary and such other officers as may be elected in accordance with the provisions of this article. The President shall be chosen from the Members of the Board of Directors. The remaining officers of the corporation need not be chosen from the Members of the Board, but they may be so chosen. The Board of Directors, by resolution, may create the offices of one or more assistant Treasurers and assistant Secretaries, all of whom shall be elected by the Board of Directors. Any two or more offices may be held by the same person.

All officers and agents of the corporation, as between themselves and the corporation, shall have such authority and perform such duties in the management of the property and affairs of the corporation as may be provided in the By-Laws, or, in the absence of such provision, as may be determined by resolution of the Board of Directors.

Section 2. Election and Term of Office: The officers of the corporation shall be elected annually by the Board of Directors at the first meeting of the Board of Directors held after each annual meeting of shareholders. If the election shall be held as soon thereafter as conveniently may be. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

Section 3. Removal: Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4. Vacancies: A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President: The President shall be the principal executive officer of the corporation and shall in

000306

general supervise and control all of the business and affairs of the corporation. He shall preside at all meetings of the shareholders and of the Board of Directors. He may sign, with the Secretary or Treasurer or any other proper officer thereunto authorized by the Board of Directors, certificates for shares of the corporation, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. The Vice-Presidents: In the absence of the President or in the event of his inability or refusal to act, the first Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice-President may sign, with the Secretary or an Assistant Secretary, or with the Treasurer or an Assistant Treasurer, certificates for shares of the corporation; and shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 7. The Treasurer: If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article V of these By-Laws; (b) in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 8. The Secretary: The Secretary shall: (a) keep the minutes of the shareholders' and of the Board of Directors' meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; (c) be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all certificates for shares prior to the issue thereof and to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these By-Laws; (d) keep a register of the post office address of each shareholder which shall be

furnished to the Secretary by such shareholder; (e) sign with the President, or a Vice-President, certificates for shares of the corporation, the issue of which shall have been authorized by resolution of the Board of Directors; (f) have general charge of the stock transfer books of the corporation; (g) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 9. Assistant Treasurers and Assistant Secretaries: The assistant Treasurers shall respectively, if required by the Board of Directors, give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. Assistant Secretaries and Treasurers, as thereunto authorized by the Board of Directors, may sign with the President or a Vice-President certificates for shares of the corporation, the issue of which shall have been authorized by a resolution of the Board of Directors. The assistant Treasurers and assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary, respectively, or by the President or the Board of Directors.

Section 10. Salaries: The salaries of the officers shall be fixed from time to time by the Board of Directors and no officer shall be prevented from receiving such salary by reason of the fact that he is also a director of the corporation.

ARTICLE V

Contracts, Loans, Checks and Deposits

Section 1. Contracts: The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Loans: No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authorize may be general or confined to specific instances.

Section 3. Checks, Drafts, etc.: All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits: All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE VI

Certificates for Shares and Their Transfer

Section 1. Certificates for Shares: Certificates representing shares of the corporation shall be in such form as may be determined by the Board of Directors. Such certificates shall be signed by the President or Vice-President and by the Secretary, Treasurer or an Assistant Secretary or Treasurer, and shall be sealed with the seal of the corporation. All certificates for shares represented thereby with the number of shares and date of issue shall be entered on the books of the corporation. All certificates surrendered to the corporation for transfer shall be cancelled and no new certificate shall be issued until the former certificate for a like number of shares shall have been surrendered and cancelled, except that in case of a lost, destroyed or mutilated certificate a new one may be issued therefor upon such terms and indemnity to the corporation as the Board of Directors may prescribe.

Section 2. Transfers of Shares: Transfers of shares of the corporation shall be made only on the books of the corporation by the registered holder thereof or by his attorney thereunto authorized by power of attorney duly executed and filed with the secretary of the corporation, and on surrender for cancellation of the certificate for such shares. The person in whose name shares stand on the books of the corporation shall be deemed the owner thereof for all purposes as regards the corporation.

ARTICLE VII

Dividends

The Board of Directors may from time to time, declare, and the corporation may pay, dividends on its outstanding shares in the manner and upon the terms and conditions provided by law and its articles of incorporation.

ARTICLE IX

Seal

The Board of Directors shall provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words, "Corporate Seal, Missouri."

ARTICLE X

Waiver of Notice

Whenever any notice whatever is required to be given under the provisions of these By-Laws or under the provisions of the

000309

Articles of Incorporation or under the provisions of The General and Business Corporation Act of Missouri, waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XI

Indemnification

(1) The corporation shall indemnify any person who is or was a director or officer of the corporation to the full extent specified by Section 351.355 of the Revised Statutes of Missouri, as amended from time to time (the "Indemnification Statute"), and, in addition, shall indemnify each of them against all expenses (including without limitation all attorneys' fees, judgments, fines and amounts paid in settlement) actually and reasonably incurred by him or her in connection with any claim (including without limitation any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including an action by or in the right of the corporation) by reason of the fact that he or she is or was serving the corporation in such capacity or, at the request of the corporation, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, or arising out of his or her status in any such capacity, provided that the corporation shall not indemnify any person from or on account of such person's conduct which was finally adjudged to have been knowingly fraudulent, deliberately dishonest or willful misconduct.

(2) The indemnification and other rights provided by this Article shall not be deemed exclusive of any other rights to which a director or officer may be entitled under any agreement, vote of shareholders or disinterested directors or otherwise, and the corporation is hereby specifically authorized to provide such indemnification and other rights by any agreement, vote of shareholders or disinterested directors or otherwise. The corporation may, to such extent as it deems appropriate and as may be permitted by the Indemnification Statute, indemnify any other person referred to in the Indemnification Statute against any such expenses incurred by him or her in connection with any such claim by reason of the fact that he or she is or was serving the corporation or at the request of the corporation.

(3) Each indemnification provided by this Article shall continue as to any person who has ceased to serve as an officer or director in any of the foresaid capacities; and each person who is or was a director or officer of the corporation, and the heirs, executors, administrator and estate of such person, is a third party beneficiary of this Article and shall be entitled to enforce against the corporation all indemnification and

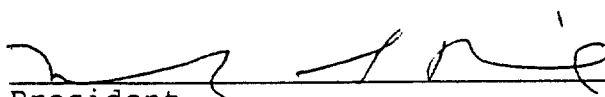
other rights granted to such person by this Article; and persons to whom such indemnification is given shall be entitled to rely upon such indemnification as a contract with the corporation. This Article may be hereafter amended or repealed; provided, however, that no amendment or repeal shall reduce, terminate or otherwise adversely affect the right of a person who is entitled to indemnification hereunder to obtain indemnification with respect to an action, suit or proceeding that pertains to or arises out of actions or omissions that occur prior to the effective date of such amendment or repeal.

ARTICLE XII

Amendments

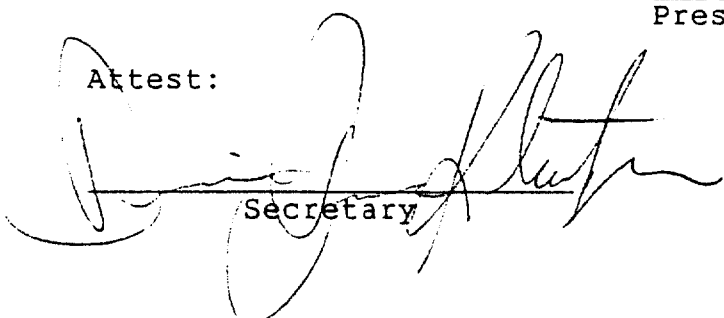
These By-Laws may be altered, amended or repealed and new By-Laws may be adopted at any annual meeting of the shareholders or at any special meeting of the shareholders called for that purpose. The Board of Directors may adopt emergency by-laws as provided by law.

Adopted on



President

Attest:



Secretary

000311

APPENDIX D

RECORD OF ACTION
IN LIEU OF 1991 ANNUAL MEETING OF DIRECTORS
OF CONTEMPORARY MEDIA, INC. MAY 8, 1991


We, the undersigned, being all the Directors of Contemporary Media, Inc., a Missouri corporation ("the Corporation"), acting pursuant to R.S.Mo. §351.340, do hereby adopt the following resolutions:


RESOLVED, that the Officers of the Corporation to serve until their successors are elected and have qualified are as follows: Michael S. Rice, President and Treasurer; Malcolm R. Rice, Vice President; Janet P. Cox, Vice-President; and Martin J. Toft, Secretary.

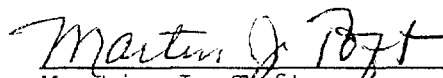
FURTHER RESOLVED, that pending resolution of certain cases pending this date, in which Michael S. Rice is defendant, effective April 3, 1991, Mr. Rice has no managerial, policy, or consultative role in the affairs of Contemporary Media, Inc. Mr. Rice shall be completely insulated and excluded from any involvement in the managerial, policy, and daily decisions of the licensed stations and construction permits held by this Corporation. In consultation with Vice President and Director, Malcolm R. Rice, Ms. Janet Cox, in conjunction with station general managers Tom Lawrence and Richard Hauschild, as appropriate, shall supervise the managerial and policy decisions as well as day to day operations of this Corporation's built and unbuilt radio stations.

FURTHER RESOLVED, that the Corporation start construction of the 640 project in Terre Haute, Indiana with an estimated cost of \$150,000.00 pursuant to the business statement presented.

IN WITNESS WHEREOF, the undersigned Directors have executed this Record of Action, which shall have the same force and effect as the unanimous vote of the Board of Directors of the Corporation in favor of the aforesaid Resolutions at the 1991 Annual Meeting as of the day and year first above written.


Michael S. Rice (non-participating
in resolutions)


Malcolm R. Rice


Martin J. Toft

RECORD OF ACTION
IN LIEU OF 1991 ANNUAL MEETING OF DIRECTORS
OF CONTEMPORARY BROADCASTING, INC. MARCH 13, 1991

We, the undersigned, being all the Directors of Contemporary Broadcasting, Inc., a Missouri corporation ("the Corporation"), acting pursuant to R.S.Mo. §351.340, do hereby adopt the following resolutions:

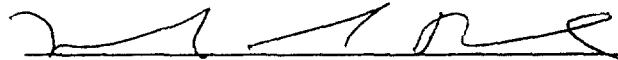
RESOLVED, that the Officers of the Corporation to serve until their successors are elected and have qualified are as follows: Michael S. Rice, President and Treasurer; Malcolm R. Rice, Vice President; Janet P. Cox, Vice-President; and Martin J. Toft, Secretary.

FURTHER RESOLVED, that pending resolution of certain cases pending this date, in which Michael S. Rice is defendant, effective April 3, 1991, Mr. Rice has no managerial, policy, or consultative role in the affairs of Contemporary Media, Inc. Mr. Rice shall be completely insulated and excluded from any involvement in the managerial, policy, and daily decisions of the licensed stations and construction permits held by this Corporation. In consultation with Vice President and Director, Malcolm R. Rice, Ms. Janet Cox, in conjunction with station general managers Tom Lawrence and Richard Hauschild, as appropriate shall supervise the managerial and policy decisions as well as day to day operations of this Corporation's built and unbuilt radio stations.

FURTHER RESOLVED, that the Corporation complete construction of the Ashland Tower site pursuant to the business statement plan with an estimated cost of \$200,000.00.

FURTHER RESOLVED, that the Corporation complete its employment contract for Janet P. Cox with the law firm of Thompson & Mitchell, attorneys at law.

IN WITNESS WHEREOF, the undersigned Directors have executed this Record of Action, which shall have the same force and effect as the unanimous vote of the Board of Directors of the Corporation in favor of the aforesaid Resolutions at the 1991 Annual Meeting as of the day and year first above written.



Michael S. Rice (non-participating
in resolutions)



Malcolm R. Rice



Martin J. Toft

APPENDIX E